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Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

OMB No 1545-0687

For calendar year 2011 or other tax year beginning 7/01, 2011,
and ending 6/30, 2012

2011

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

A <input type="checkbox"/> Check box if address changed	Print or Type	INASMUCH FOUNDATION 210 PARK AVENUE #3150 OKLAHOMA CITY, OK 73102	D Employer identification number (Employees' trust, see instructions) 73-1167188
B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408(e) <input type="checkbox"/> 408A <input type="checkbox"/> 529(a) <input type="checkbox"/> 530(a)			E Unrelated business activity codes (See instructions) 900099

C Book value of all assets at end of year: 267,366,786.

F Group exemption number (See instructions) ▶

G Check organization type: 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity
▶ **PARTNERSHIPS - DEBT RELATED ACTIVITIES**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If 'Yes,' enter the name and identifying number of the parent corporation ▶

J The books are in care of ▶ **THE FOUNDATION** Telephone number ▶ **405-604-5292**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a	Gross receipts or sales			
b	Less returns and allowances			
c	Balance ▶			
2	Cost of goods sold (Schedule A, line 7)			
3	Gross profit Subtract line 2 from line 1c			
4 a	Capital gain net income (attach Schedule D)			
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c	Capital loss deduction for trusts			
5	Income (loss) from partnerships and S corporations (attach statement)			
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Sch G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (See instructions, attach schedule)			
	SEE STATEMENT 1			
13	Total. Combine lines 3 through 12	-98,761.	0.	-98,761.

INTERNAL REVENUE SERVICE
W & I - FIELD ASSISTANCE
OKLAHOMA CITY, OK 73102

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Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

14	Compensation of officers, directors, and trustees (Schedule K)			
15	Salaries and wages			
16	Repairs and maintenance			
17	Bad debts			
18	Interest (attach schedule)			
19	Taxes and licenses			
20	Charitable contributions (See instructions for limitation rules)			
21	Depreciation (attach Form 4562)			
22	Less depreciation claimed on Schedule A and elsewhere on return			
23	Depletion			
24	Contributions to deferred compensation plans			
25	Employee benefit programs			
26	Excess exempt expenses (Schedule I)			
27	Excess readership costs (Schedule J)			
28	Other deductions (attach schedule)			
29	Total deductions. Add lines 14 through 28			
30	Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13			-98,761.
31	Net operating loss deduction (limited to the amount on line 30) SEE STATEMENT 2			
32	Unrelated business taxable income before specific deduction Subtract line 31 from line 30			-98,761.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)			
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			-98,761.

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Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation
 Controlled group members (sections 1561 and 1563) check here . See instructions and

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
 (1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c** 0.

36 Trusts Taxable at Trust Rates. See instructions for tax computation Income tax on the amount on line 34 from Tax rate schedule or Schedule D (Form 1041) **36** _____

37 Proxy tax. See instructions **37** _____

38 Alternative minimum tax **38** _____

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116) **40 a** _____

b Other credits (see instructions) **40 b** _____

c General business credit Attach Form 3800 (see instructions) **40 c** _____

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40 d** _____

e Total credits. Add lines 40a through 40d **40 e** 0.

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from Form 4255 Form 8611 Form 8697 Form 8866
 Other (attach schedule) **42** _____

43 Total tax. Add lines 41 and 42 **43** 0.

44a Payments: A 2010 overpayment credited to 2011 **44 a** _____

b 2011 estimated tax payments **44 b** _____

c Tax deposited with Form 8868 **44 c** _____

d Foreign organizations Tax paid or withheld at source (see instructions) **44 d** _____

e Backup withholding (see instructions) **44 e** _____

f Credit for small employer health insurance premiums (Attach Form 8941) **44 f** _____

g Other credits and payments Form 2439 _____ Form 4136 _____ Other _____ Total **44 g** _____

45 Total payments. Add lines 44a through 44g **45** 0.

46 Estimated tax penalty (see instructions) Check if Form 2220 is attached **46** _____

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** _____

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** _____

49 Enter the amount of line 48 you want **Credited to 2012 estimated tax** **Refunded** **49** _____

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here Yes No

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file Yes No

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$ _____ 0.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year	1	6 Inventory at end of year	6
2 Purchases	2	7 Cost of goods sold. Subtract line 6 from line 5 Enter here and in Part I, line 2	7
3 Cost of labor	3		
4a Additional section 263A costs (attach schedule)	4a		
b Other costs (attach sch)	4b		
5 Total. Add lines 1 through 4b	5	8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer: *[Signature]* Date: 3-21-13 Title: PRESIDENT & CEO

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name: RONALD J. HEUSEL, CPA Preparer's signature: *[Signature]* Date: 3/16/13 Check if self-employed PTIN: P00589886

Firm's name: RONALD J. HEUSEL, CPA Firm's EIN: 445-38-3273

Firm's address: 3600 NW 138TH ST OKLAHOMA CITY, OK 73134-2504 Phone no: 405-753-5355

Schedule C – Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1 Description of property		
(1)		
(2)		
(3)		
(4)		
2 Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	Total	
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E – Unrelated Debt-Financed Income (see instructions)

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach sch)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			▶ Enter here and on page 1, Part I, line 7, column (A)	▶ Enter here and on page 1, Part I, line 7, column (B)
Total dividends-received deductions included in column 8				

Schedule F – Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations				6 Deductions directly connected with income in column 5
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income		
(1)						
(2)						
(3)						
(4)						
Nonexempt Controlled Organizations						
7 Taxable Income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10		
(1)						
(2)						
(3)						
(4)						
Totals			▶ Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A)	▶ Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B)		

Schedule G – Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (column 3 plus column 4)
(1)				
(2)				
(3)				
(4)				
Totals	Enter here and on page 1, Part I, line 9, column (A)			Enter here and on page 1, Part I, line 9, column (B)

Schedule I – Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute columns 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	Enter here and on page 1, Part I, line 10, column (A)	Enter here and on page 1, Part I, line 10, column (B)				Enter here and on page 1, Part II, line 26

Schedule J – Advertising Income (See instructions)

Part I | Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (column 2 minus column 3). If a gain, compute columns 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))						

Part II | Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (column 2 minus column 3). If a gain, compute columns 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I						
Totals, Part II (lines 1-5)	Enter here and on page 1, Part I, line 11, column (A)	Enter here and on page 1, Part I, line 11, column (B)				Enter here and on page 1, Part II, line 27

Schedule K – Compensation of Officers, Directors, and Trustees (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
		%	
		%	
		%	
		%	
Total. Enter here and on page 1, Part II, line 14			

Schedule B Foreign Tax Credit (Report all foreign tax amounts in U.S. dollars.)

Part I—Foreign Taxes Paid, Accrued, and Deemed Paid (see instructions)

1. Credit is Claimed for Taxes (check one)		2. Foreign Taxes Paid or Accrued (attach schedule showing amounts in foreign currency and conversion rate(s) used)				3. Tax Deemed Paid (from Schedule C—Part I, column 10, Part II, column 8(b), and Part III, column 8)		
Date Paid	Date Accrued	Tax Withheld at Source on		Other Foreign Taxes Paid or Accrued on		(f) Total Foreign Taxes Paid or Accrued (add columns 2(a) through 2(g))		
		(a) Dividends	(b) Interest	(c) Rents, Royalties, and License Fees	(d) Section 863(b) Income			(e) Foreign Branch Income
A	6/30/12					2385	2385	
B								
C								
D								
E								
F								
Totals (add lines A through F)								

Part II—Separate Foreign Tax Credit (Complete a separate Part II for each applicable category of income)

1a	Total foreign taxes paid or accrued (total from Part I, column 2(h))	2385.
b	Foreign taxes paid or accrued by the corporation during prior tax years that were suspended due to the rules of section 909 and for which the related income is taken into account by the corporation during the current tax year (see instructions)	
2	Total taxes deemed paid (total from Part I, column 3)	
3	Reductions of taxes paid, accrued, or deemed paid (enter total from Schedule G)	
4	Taxes reclassified under high-tax kickout	
5	Enter the sum of any carryover of foreign taxes (from Schedule K, line 3, column (xiv) and from Schedule I, Part III, line 3) plus any carrybacks to the current tax year	
6	Total foreign taxes (combine lines 1a through 5)	63155
7	Enter the amount from the applicable column of Schedule J, Part I, line 11 (see instructions). If Schedule J is not required to be completed, enter the result from the "Totals" line of column 13 of the applicable Schedule A	65540
8a	Total taxable income from all sources (enter taxable income from the corporation's tax return)	
b	Adjustments to line 8a (see instructions)	
c	Subtract line 8b from line 8a	
9	Divide line 7 by line 8c. Enter the resulting fraction as a decimal (see instructions). If line 7 is greater than line 8c, enter 1	
10	Total U.S. income tax against which credit is allowed (regular tax liability (see section 26(b)) minus American Samoa economic development credit)	250000
11	Credit limitation (multiply line 9 by line 10) (see instructions)	
12	Separate foreign tax credit (enter the smaller of line 6 or line 11 here and on the appropriate line of Part III)	65540

Part III—Summary of Separate Credits (Enter amounts from Part II, line 12 for each applicable category of income. Do not include taxes paid to sanctioned countries.)

1	Credit for taxes on passive category income	65540
2	Credit for taxes on general category income	
3	Credit for taxes on income re-sourced by treaty (combine all such credits on this line)	
4	Total (add lines 1 through 3)	65540
5	Reduction in credit for international boycott operations (see instructions)	
6	Total foreign tax credit (subtract line 5 from line 4). Enter here and on the appropriate line of the corporation's tax return	65540

**SCHEDULE K
(Form 1118)**

(December 2009)
Department of the Treasury
Internal Revenue Service

Foreign Tax Carryover Reconciliation Schedule

For calendar year 20....., or other tax year beginning07/01....., 20....., 11....., and ending6/30....., 20.....12.....
▶ See separate instructions.
▶ Attach to Form 1118.

OMB No 1545-0122

Name of corporation

INASMUCH FOUNDATION

Employer identification number
73 1167188

Use a separate Schedule K (Form 1118) for each category of income listed below. Check only one box on each schedule.

- Passive Category Income
 General Category Income
- Section 901(j) Income: Name of Sanctioned Country ▶ _____
 Income Re-sourced by Treaty: Name of Country ▶ _____

	(i) 10th Preceding Tax Year	(ii) 9th Preceding Tax Year	(iii) 8th Preceding Tax Year	(iv) 7th Preceding Tax Year	(v) 6th Preceding Tax Year	(vi) 5th Preceding Tax Year	(vii) Subtotal (add columns (i) through (vi))
1 Foreign Tax Carryover Reconciliation							
Foreign tax carryover from the prior tax year (enter the amount from line 6 of the worksheet in the instructions)							
2 Adjustments to line 1 (enter description—see instructions)							
a Carryback adjustment (see instructions)							
b Adjustments for section 905(c) redeterminations (see instructions)							
c							
d							
e							
f							
g							
3 Adjusted foreign tax carryover from prior tax year (combine lines 1 and 2).							
4 Foreign tax carryover used in current tax year (enter as a negative number)							
5 Foreign tax carryover expired unused in current tax year (enter as a negative number)							
6 Foreign tax carryover generated in current tax year							
7 Actual or estimated amount of line 6 to be carried back to prior tax year (enter as a negative number)							
8 Foreign tax carryover to the following tax year. Combine lines 3 through 7.	-0-						

For Paperwork Reduction Act Notice, see the instructions for Form 1118.

Cat No 51904R

Schedule K (Form 1118) (12-2009)

Foreign Tax Carryover Reconciliation (continued)	(viii) Subtotal from page 1 (enter the amounts from column (vii) on page 1)	(ix) 4th Preceding Tax Year	(x) 3rd Preceding Tax Year	(xi) 2nd Preceding Tax Year	(xii) 1st Preceding Tax Year	(xiii) Current Tax Year	(xiv) Totals (add columns (vii) through (xiii))
1 Foreign tax carryover from the prior tax year (enter the amount from line 6 of the worksheet in the instructions)		5660.	373328	13868	6299		63155
2 Adjustments to line 1 (enter description—see instructions)							
a Carryback adjustment (see instructions)							
b Adjustments for section 905(c) redeterminations (see instructions)							
c							
d							
e							
f							
g							
3 Adjusted foreign tax carryover from prior tax year (combine lines 1 and 2). Enter the column (xiv) total on the current year Form 1118, Schedule B, Part II, line 5		5660.	373328.	13868.	9299.		63155.
4 Foreign tax carryover used in current tax year (enter as a negative number)							
5 Foreign tax carryover expired unused in current tax year (enter as a negative number)							
6 Foreign tax carryover generated in current tax year							
7 Actual or estimated amount of line 6 to be carried back to prior tax year (enter as a negative number)							
8 Foreign tax carryover to the following tax year. Combine lines 3 through 7.		5660.	37328.	13868.	9299.	2385.	65540.

INASMUCH FOUNDATION

73-1167188

STATEMENT 1
FORM 990-T, PART I, LINE 12
OTHER INCOME

HALL CAPITAL PARTNERS	\$	-38,822.
NB CO-INVESTMENT PARTNERS		-16,314.
NB CROSSROADS FUND XVIII		12,003.
SILVERPEAK LEGACY PENSION		-14,627.
SILVERPEAK LEGACY PRT. II		-39,739.
WHITE DEER ENERGY		-1,262.
TOTAL	\$	<u>-98,761.</u>

STATEMENT 2
FORM 990-T, PART II, LINE 31
NET OPERATING LOSS DEDUCTION

<u>LOSS YEAR ENDING</u>	<u>ORIGINAL LOSS</u>	<u>LOSS PREVIOUSLY USED</u>	<u>LOSS AVAILABLE</u>
6/30/09	\$ 184,500.	\$ 0.	\$ 184,500.
6/30/10	71,600.	0.	71,600.
6/30/11	37,884.	0.	37,884.
NET OPERATING LOSS AVAILABLE			\$ 293,984.
TAXABLE INCOME			\$ -98,761.
NET OPERATING LOSS DEDUCTION (LIMITED TO TAXABLE INCOME)			\$ <u>0.</u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	INASMUCH FOUNDATION	<input checked="" type="checkbox"/> 73-1167188
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	210 PARK AVENUE #3150	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	OKLAHOMA CITY, OK 73102	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ THE FOUNDATION -----

Telephone No ▶ 405-604-5292 ----- FAX No ▶ -----

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20____ or
- ▶ tax year beginning 7/01, 20 11, and ending 6/30, 20 12

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions